

RALPH A. HENDERSON
3 Pleasant Creek Court
Fairfield, Ohio 45014
June 15, 2009

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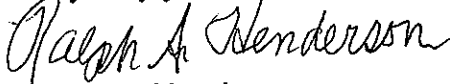
Office of the Clerk of the Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

Re: General Motors Corp., et al.
Debtors - Chapter 11
Case No. 09-50026 (REG)
Response and Objections of: Ralph A. Henderson and
Jean L. Henderson

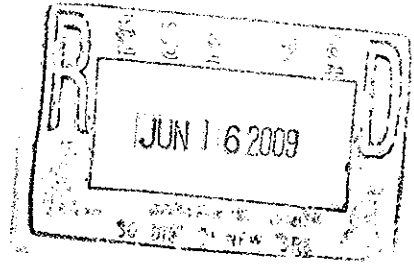
To the Clerk:

Enclosed please find the original and two (2) copies of the Response and Objections of Ralph A. Henderson and Jean L. Henderson to the Master Sale Agreement filed in this matter.

Please file the "original" and return two (2) stamped filed copies to me in the self-addressed envelope that is enclosed. Thank you.

Very truly yours,

Ralph A. Henderson

Enclosures



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT NEW YORK**

In Re
GENERAL MOTORS CORP., *ET AL.*
Debtors

Chapter 11 Case No.
09-50026 (REG)

(Jointly Administered)

RESPONSE AND OBJECTIONS OF RALPH A. HENDERSON AND JEAN L. HENDERSON AS CREDITORS OF THE DEBTOR TO THE MASTER SALE AND PURCHASE AGREEMENT WITH ACQUISITION HOLDINGS LLC, A U. S. TREASURY-SPONSORED PURCHASER

The Responders are Creditors of the Debtor in that they are the Owners and Holders of Notes purchased by them for money loaned issued to them by the Debtor which Notes are as follows:

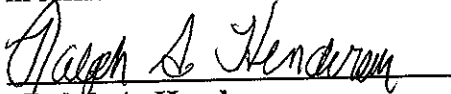
1. General Motors Corp. Note dated June 6, 1996, by book entry, in the face amount of \$15,000.00, the sole owner and holder of which is the responder/objector Ralph A. Henderson, only, for money he loaned to the Debtor;
2. General Motors Corp. Note dated July 25, 1991, by book entry, in the face amount of \$15,000.00, the sole owner and holder of which is the Responder/Objector, Ralph A. Henderson, only, for money he loaned to the Debtor;
3. General Motors Corp. Note dated June 10, 1996, by book entry, in the face amount of \$15,000.00 being owned and held jointly by Ralph A. Henderson and his wife, Jean L. Henderson, with rights of survivorship and as the sole and joint owners and holders which was issued to them by the Debtor in consideration of money they loaned the Debtor and; ,
4. General Motors Corp. Note dated July 15, 1991, by book entry, in the face amount of \$20,000.00, being owned and held jointly by Ralph A. Henderson and his wife, Jean L. Henderson, with rights of survivorship and as the sole and joint owners and holders of which said Note was issued to them by the Debtor in consideration of money they loaned to the Debtor.

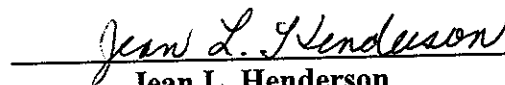
Interest only has been paid by the Debtor as those payments become due and payable according to the terms of those notes. No part of the principal has been paid. According to the terms of the notes the principal is not yet due. However, since the Debtor has filed bankruptcy, the whole amount would become due and payable.

The Responders/Objectors are Creditors of the Debtor and whose rights in the sale of the Debtors Assets are superior to the rights of the shareholders They are also superior to any Creditors who are subsequent in order priority and particularly a creditor, such as the U S Treasury Department, who loaned money to the Debtor knowing full well that the Debtor's financial condition was in effect, de facto, bankrupt.

Request is made of the Court to make a decision as to whether the U S Treasury Dept is a Creditor or a Shareholder of the Debtor, and to decide if the proposed purchaser, Vehicle Acquisition Holdings LLC is in fact owned by or controlled by a shareholder/creditor of the Debtor. Does the Court believe that is proper or allowed?

The Clerk advises that the claim forms are not yet prepared and nothing could be sent to Creditors at this time. These Responders and Objectors reserve the right to set forth further rights and the nature of those rights when the forms become available. Further, we are unable to file electronically on diskette or compact disk. For that reason we are filing our claims in Affidavit Form as instructed by the Office of the Bankruptcy Court.



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Jean L. Henderson
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STATE OF OHIO
COUNTY OF BUTLER, SS

Before me, a Notary Public in and for said County and State personally appeared before me and sworn that the facts and allegations herein contained are true as they verily believe.

Sworn to before me and subscribed in my presence by the said Ralph A. Henderson and Jean L. Henderson, on this 15th day of June 2009.



Cynthia A. Schneeman
Notary Public
Notary Public, State of Ohio
My Commission Expires
August 8, 2011



Copies served upon and sent on June 15, 2009, to:

(a) Weil, Gotshal & Manges LLP, attorneys for the Debtors, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey R. Miller, Esq., Stephen Karotkin, Esq., and Joseph H. Smolinsky, Esq.); (b) Cadwalader, Wickersham & Taft LLP, attorneys for the Purchaser, One World Financial Center, New York, New York 10281 (Attn: John J. Rapisardi, Esq.); (c) the attorneys for the Creditors Committee; (d) Cleary Gottlieb Steen & Hamilton LLP, the attorneys for the UAW, One Liberty Plaza, New York, New York 10006 (Attn: James L. Bromley, Esq.); (e) Cohen, Weiss and Simon LLP, the attorneys for the UAW, 330 W. 42nd Street, New York, New York 10036 (Attn: Babette Ceccotti, Esq.); (f) Vedder Price, P.C. attorneys for Export Development Canada, 1633 Broadway, 47th Floor, New York, New York 10019 (Attn: Michael J. Edelman, Esq; and Michael L. Schein, Esq.); (g) the Office of the United States Trustee for the Southern District of New York (Attn: Diana G. Adams, Esq.) 33 Whitehall Street, 21st Floor, New York, New York 10004; and (h) the U.S. Attorney's Office, S.D.N.Y., 86 Chambers Street, Third Floor, New York, New York 10007 (Attn: David S. Jones, Esq. and Matthew L. Schwartz, Esq.); and to: The Garden City Group, Inc., GM, Claims Agent, P.O. Box 9386, Dublin, Ohio 43017-4286


Ralph A. Henderson


Jean L. Henderson